

# CONSTITUTION AND BYLAWS

## of the Arab Vision Trust Fund

### abbreviations used in this document:

AV = Arab Vision  
ID = International Director  
IO = International Office  
MO = Media Organization  
NSO = National Support Office



## CONSTITUTION

### 1 NAME

The name of the organisation is *Arab Vision Trust Fund* (Hereafter: AVTF).

### 2 DESCRIPTION

AVTF is an association of Media Organisations (MOs) in the Arab World and National Support Offices (NSOs) outside the Arab World, spiritually and contractually linked together under its Board for the sole purpose of achieving the stated purpose of the AVTF Trust Fund.

### 3 VISION

Arab Vision envisions an Arab World with, in each people-group, an increasing number of vibrant Churches that play a strategic public role in shaping their societies in accordance with the Gospel of the Lord Jesus Christ

### 4 MISSION

Arab Vision is a community of Christians committed to change individuals and societies through the Gospel of Jesus Christ by producing and distributing effective Christian video programs, using appropriate media for various target audiences in the languages of the peoples of the Arab World.

### 5 BASIS OF FAITH

AVTF serves all Churches of the Arab World. The theological thinking of AVTF can be qualified as Evangelical. It accepts the *Lausanne Covenant* and the *Manila Manifesto* of the Lausanne Committee as well as the *Evangelism and Social Responsibility* document of the Grand Rapids Consultation as its statement of Christian commitment.

### 6 GOVERNANCE

6.1 AVTF is governed by its Board. The Board owns and controls the assets of AVTF. The Board sets the overall policies and financial guidelines to ensure that the MOs and the NSOs of AVTF use the available means and assets effectively and exclusively to fulfil the purpose statement of AVTF.

6.2 The Board is composed of a minimum of five elected members with full voting rights.

6.3 The majority of the elected members are natives from different Arab countries and representing different denominations.

6.4 From among these elected members, the Board appoints a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

6.5 Beside this, each NSO has one seat in the Board; the NSOs commission one of their own board members to the (International) Board. These members have full voting rights in the International Board meetings.

### 7 LEGAL STATUS

7.1 AV is registered in Cyprus as the Arab Vision Trust Fund. It is a charitable trust bound by all of the laws and regulations that concern trusts in Cyprus.

7.2 For practical purposes all MOs of AVTF are registered in their respective countries as businesses, but as the Board owns them, their finances and assets are exclusively used for fulfilling the purposes of AV.

7.3 The NSOs are registered in their respective countries as not-for-profit organisations.

## 8 BYLAWS

The Bylaws of AVTF are a separate document, intended to be read in conjunction with this Constitution.

## 9 AMENDMENTS TO THE CONSTITUTION

9.1 This Constitution may be altered or repealed by the Board provided not less than 21 days' notice has been given to all Board members and the notice includes reference to the intention to alter or repeal all or part of the current Constitution.

9.2 Two consecutive meetings of the Board must pass the amendments, at least five months apart, before the amendments come into force.

9.3 During each of those meetings where a constitutional change is made (so not for the other meetings), a quorum of 66% of all elected Board members is needed. Changes to the Constitution will only be accepted if during each of those meetings, 66% of all voting Board members agree to the changes. Voting by proxy is allowed for changes to the Constitution.

# BYLAWS

## 1 STRUCTURE

1.1 AV is an association of MOs and NSOs, spiritually and contractually linked together under its Board for the sole purpose of achieving the stated purpose of AV through its own MOs.

1.2 The assets of AV are owned by the Arab Vision Trust Fund (AVTF), currently a Cypriot trust. Control and oversight of all AV assets is exercised by the International Board of Directors, who by virtue of their membership on the Board, serve as the trustees of the AVTF.

1.3 The MOs report to the Board of AV through the ID, as they are owned and directed by the Board.

1.4 Churches, organizations and individuals can be associated with AV by mutual agreement.

## 2 BOARD

2.1 AV is governed by its Board. The Board owns and controls the assets of AV. The Board sets the overall policies and financial

guidelines to ensure that the MOs of AV use the available means and assets effectively and exclusively to fulfil the Purpose Statement of AV.

2.2 The Board appoints a ID to direct and support the MOs in order to help those fulfil their goals within the framework of the stated Purpose Statement while operating within the policies and financial guidelines set by the Board

2.3 Although day-to-day operations are delegated to the ID who keeps in close touch with the Managing Directors of the MOs, the Board remains ultimately responsible for ensuring that the MOs and the NSOs are well managed and operate within the law, within its agreed policies, and within their budgets, for the sole purpose of implementing the Purpose Statement of AV.

2.4 The Board is composed of a minimum of five and a maximum of nine elected members with full voting rights. The majority of the elected members are natives from different Arab countries and representing different denominations. From among

these elected members The Board appoints a Chairperson, a Deputy Chairperson, a Secretary and a Treasurer.

Each NSO is entitled to one seat in the Board; the NSO's are at liberty to commission one of their own board members to the (International) Board. These members have full voting rights in the International Board meetings.

2.5 The ID of AV is an ex-officio member of the Board, with no voting rights. He is the only staff member of AV on the Board.

2.6 The elected members of the Board elect new members of the Board.

2.7 The members of the Board are men and women representing different churches, nationalities, and organisations.

2.8 Members sit on the Board for three-year terms. They are entitled to sit on the Board for two consecutive terms but must then step back for at least one year.

2.9 Each member of the Board should as early as possible inform the Board if she or he cannot or will not be a member of the Board anymore. The Board is also entitled during any formal meeting of the Board, to terminate the membership of any member who in the judgement of the Board becomes ineligible (for whatever reason) to hold the position of member of the Board.

2.10 The term of the office of any member of the Board who is absent for two consecutive meetings of the Board must be renewed by that second meeting of the Board.

2.11 AV shall remunerate all real and reasonable expenses made by members of the Board for attending the meetings of the Board and for formally representing AV in their capacity as members of the Board if requested to do so by the ID.

### **3 RESPONSIBILITIES OF THE BOARD**

3.1 To formulate policy for the development of the work of AV and the implementation of its Purpose Statement.

3.2 To appoint the ID.

3.3 To take ultimate responsibility for decisions concerning overall policies, direction and membership of AV, and all matters referred to it by MOs, the International Office and

NSOs and to ascertain that all these function within the parameters set by AV in its Purpose Statement and elsewhere.

3.4 To exercise control over the assets of AV and to ensure that these are effectively managed in the interests of the implementation of the Purpose Statement of AV.

3.5 To establish, monitor and update the standards of work done by the MOs and the NSOs.

3.6 To appoint appropriate auditors.

3.7 The Board may cancel any appointment of AV personnel at any time for reasons affecting the ongoing good, legal or moral standards of AV.

3.8 Authorize agreements with NSOs.

### **4 MEETINGS OF THE BOARD**

4.1 The Board meets at least twice a year. Meetings are never more than seven months apart.

4.2 Notice of all ordinary meetings of the Board including its intended agenda shall be received by all members of the Board at least twenty-one days beforehand.

4.3 Meetings of the Board are valid if a majority of the elected members are present at the meeting, or half of the elected members including the Chairperson.

4.4 Ideally, decisions of the Board are made on the basis of unanimity, but where unanimity is not attained a vote shall be taken and a majority vote of the members present is needed to pass a resolution.

4.5 All elected Board members are entitled to vote at Board meetings. Each member has one vote. The Chairperson has no vote, except where a stalemate would be reached otherwise.

#### ***In case the Board wants to adapt the Constitution:***

4.6 The Constitution may be altered or repealed by the Board provided not less than twenty-one days' notice has been given to all Board members and the notice includes reference to the intention to alter or repeal all or part of the current Constitution.

4.7 Two consecutive meetings of the Board must pass the amendments to the

Constitution, at least 5 months apart, before the amendments come into force.

4.8 During each of those meetings a quorum of 66% of all elected Board members is needed. Changes to the Constitution will only be accepted if during each of those meetings, 66% of all voting Board members agree to the changes. Voting by proxy is allowed for changes to the Constitution.

## **5 OFFICERS OF THE BOARD**

5.1 The officers of the Board of AV shall be elected and Committees shall be formed during the ordinary meetings of the Board or by post, fax, or e-mail at the discretion of the Chairperson.

5.2 The Board must elect and appoint a Chairperson, a Deputy-Chairperson, a Secretary and a Treasurer. Appointments are for periods of three years, renewable once.

## **6 COMMITTEES OF THE BOARD**

### **6.1 Finance Committee**

The Financial Committee (FinCom) has the following responsibilities:

- 6.1.1 To recommend the annual appointment of external auditors in accordance with the law.
- 6.1.2 To annually recommend the approval of financial statements of each MO and of the IO.
- 6.1.3 To recommend AV's financial policies.
- 6.1.4 To recommend guidelines and make recommendations for the allocation of funds.
- 6.1.5 To ensure adherence to financial policies and Bylaws.
- 6.1.6 To receive and endorse all MO and IO financial plans, projected balance sheets and cash flow projections.
  - The fiscal year of AV begins on the first day of January and ends on the last day of December in each year.
  - The income, assets and property of AV shall be applied solely towards the promotion of its purposes and no portion shall be paid or transferred directly or indirectly by way of dividend, bonuses or profit to its members. Nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or

members of the organisation in return for services actually rendered nor prevent the payment of interest (on money lent) and rent for premises.

- Proper financial and management accounts to recognised accounting standards shall be kept throughout the AV organisation. These are defined in the AV Handbook of Administration.
- Income and expenditure accounts and balance sheets shall be prepared and presented to the Board for each financial year. Annual budgets for the following year shall be approved as being within the agreed financial guidelines at the last meeting of the Board in the year concerned.
- All accounts shall be audited to meet local government and non-for-profit charity standards where appropriate. Consolidated AV budgets and accounts shall be presented to the Board for approval.

### **6.2 Personnel Committee**

The Personnel Committee (PersCom) has the following responsibilities:

- 6.2.1 To perform the annual evaluation of the ID.
- 6.2.2 To recommend matters of personnel policy of AV and the IO to the Board.
- 6.2.3 To report to the Board on any matters related to the personnel policy of the organisation within the framework of the Law, the Constitution and the Bylaws of AV.
- 6.2.4 To ensure that the MOs adhere to legal and commendable personnel policies.

### **6.3 Fundraising Committee**

The Fundraising Committee (FunCom) has the following responsibilities:

- 6.3.1 To discuss best methods of fundraising with the ID
- 6.3.2 To recommend new strategies for fundraising to the ID.
- 6.3.3 To support the fundraisers in AV in their task.
- 6.3.4 To report to the Board on any relevant matters related to the fundraising done by AV
- 6.3.5 The directors of AV USA and AV NL, the ID of AV INT and the Chairperson of board of

AV are ex-officio members of FunCom. Two other members of the Board of AV INT are also appointed to be members of FunCom.

## **7 INTERNATIONAL OFFICE**

The central function of the IO is to ensure the provision and coordination of the resources needed to support all aspects of the work of the MOs and the NSOs. The IO is led by the ID of AV.

## **8 MEDIA ORGANISATIONS**

MOs are companies in Arab countries that are owned by AV and that exist with the sole purpose of implementing the Purpose Statement of AV. These MOs are legally registered as for-profit companies, but AV owns their shares and their assets and ensures that they work within the parameters of the Purpose Statement of AV.

## **9 NATIONAL SUPPORT OFFICES**

A National Support Office (NSO) is a non-for-profit organizations in a non-Arab country that exist solely for financially and otherwise supporting AV. AV and the NSO have a contract specifying their relationship.

## **10 FINANCES**

10.1 The fiscal year of AV begins on the first day of January and ends on the last day of December in each year.

10.2 The income, assets and property of AV shall be applied solely towards the promotion of its purposes and no portion shall be paid or transferred directly or indirectly by way of dividend, bonuses or profit to its members. Nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any officers or members of the organisation in return for services actually rendered nor prevent the payment of interest (on money lent) and rent for premises.

10.3 Proper financial and management accounts to recognised accounting standards shall be kept throughout the AV organisation.

10.4 Income and expenditure accounts and balance sheets shall be prepared and presented to the Board for each financial year. Annual budgets for the following year shall be approved as being within the agreed financial

limitations policies at the last meeting of the Board in the year concerned.

10.5 All accounts shall be audited to meet local government and non-for-profit charity standards where appropriate. Consolidated AV budgets and accounts shall be presented to the Board for approval.

## **11 PERSONNEL**

IO, the MOs and NSOs shall be responsible for determining staff policies that are consistent with the provisions of the relevant employment laws and with Christian ethics in general.

## **12 MANUAL OF ADMINISTRATIVE PROCEDURES**

12.1 Financial, personnel and other policies, regulations and guidelines, which are currently approved by the Board, are consolidated and contained in the Governance Manual. This document is regularly reviewed and amended by the Board.

12.2 The Governance Manual may be changed at any time by a two thirds vote after the second reading of proposed changes. The readings must be separated by at least 21 days and one reading must be before the Board in session (i.e. not by e-mail)

## **13 AMENDMENTS TO THE BYLAWS**

The Bylaws may be altered or repealed and new provisions may be adopted by the Board provided not less than twenty-one day's notice has been given to all Board members and the notice includes reference to the intention to alter or repeal all or any part of the current Bylaws.

## **14 DISSOLUTION**

The dissolution of AV may take effect by resolution passed by three quarters majority vote of all Board members during any legally constituted meeting of which not less than twenty-one days' notice to all Board members has been given and the notice includes reference to the intention to move such a resolution. If there shall be any assets of AV left after the discharge of all liabilities and the payment of all expenses the balance shall be paid or applied to or for projects similar to those performed by AV or for such charitable purposes or objects as the Board may determine.

